



## **Nominating Committee**

### **DRAFT Terms of Reference**

(Reviewed and Revised January 20, 2026)

**PURPOSE:** The Nominating Committee is a standing committee of the Board. The Committee oversees the recruitment and composition of the Board, its Officers, the standing committees and their Chairs.

**MEMBERSHIP:** The Chair of the Nominating Committee shall be a Director or a past-Chair and should have previously served on the Committee. The Nominating Committee will consist of the following: the Chair of the Board, a minimum of two other Board Directors, and up to two community members. Staff representatives will include the Chief Executive Officer or designate and a Staff Resource as identified by the CEO. Using an equity lens, the committee's make-up should strive to reflect and represent the organization's diversity of programs and services, populations served and geographic coverage.

#### **FUNCTIONS:**

- 1.0 Recruitment of nominees to fill Board vacancies**
- 2.0 Selection of candidates for the slate**
- 3.0 Recruitment/Selection for unexpected Board vacancies**
- 4.0 Recruitment of the Officers of the Board of Directors**
- 5.0 Recruitment of Chairs for Standing Committees of the Board**
- 6.0 Recruitment of Board Members for Standing Committees**
- 7.0 Designation of Board Liaisons to external organizations**
- 8.0 Recruitment/designation of Community Members on Board Committees.**



## APPENDIX A

### Procedural Description

The following activities are arranged in approximate chronological order. For exact timing, consult the Nominating Committee Workplan. Section numbers correspond to the section numbers in the “Functions” description above.

#### 1.0 Recruitment of nominees to fill Board vacancies

- 1.1 The Committee will determine upcoming vacancies on the Board and present an updated Succession Planning Chart at the March Board meeting.
- 1.2 The Committee will use an equity lens to determine the current needs of the Board and to develop search criteria for the coming years. The Committee will seek to achieve Board and Committee membership that is balanced, diverse and inclusive, and that incorporates a strong balance of skills, experiences and perspectives to advance the organization’s mission.
- 1.3 The Committee will identify current Board members whose term is expiring and are eligible for election to another term. After determining if these Board members are eligible, interested in remaining on the Board and meet the selection criteria, they may be placed on the slate for re-election at the discretion of the Committee. The remaining vacancies will be filled through recruitment.
- 1.4 The Committee will advertise for, and recruit candidates, through a variety of advertising means. Board and staff will be encouraged to contribute to this process by circulating the notice and by submitting names of people who might be interested. A cut-off date for expressions of interest will be part of the advertisement. Potential candidates will receive: an information package (including the application and membership forms, the consensus decision-making document and notice that the Board attempts to reduce travel time/costs through the appropriate use of technology). Also included is a recommendation that interested candidates visit the ConnectWell website and attend a Board and/or committee meeting as a guest.

#### 2.0 Selection of candidates for the slate

- 2.1 The Committee will assess each candidate’s application to determine which are best suited to fill the needs of the Board as identified by the needs assessment. Candidates will be screened using the following screening tools: personal reference checks; biographical, skills and interests data collected through the application form. The committee may then determine a short list of candidates to interview. The interview team will consist of a maximum of 4 people including the Chair of the Board, the Chair of the Committee and the Chief Executive Officer or designates. The

Committee will review the recommendations of the interview team and determine the election slate for approval.

- 2.2 The Chair of the Committee will take the agreed slate of candidates to the Board for final approval.
- 2.3 Upon Board approval of the slate, the Chair of the Committee or designate will communicate with all candidates and ensure distribution/completion of the following prior to the Annual Meeting: 'Consent to Nominate' Form, Membership form, Criminal Reference Check, Board Member Code of Conduct, and biographical statement to be included in the Annual Meeting materials.
- 2.4 The Committee Chair will ensure that staff prepare the list of approved candidates and their biographical information is prepared for the Annual Meeting and will bring these nominations forward for a vote of the membership.
- 3.0 **Recruitment/Selection for unexpected Board vacancies**
- 3.1 In the event of a vacancy occurring during the Board year, the Board will decide if the position will be filled immediately. In the event of a decision to fill the position, the Nominating Committee will be convened to make a recommendation to the Board on the appointment of a candidate. This appointment will be for the remainder of the term of the departing member (as per the Ontario Non-Profit Corporations Act).
- 4.0 **Recruitment of the Officers of the Board of Directors**
- 4.1 The Committee Chair will determine which of the current officers are eligible and interested in standing for re-election as Officers (\*) and will bring an open invitation to Board Members to express interest in serving as Officers to fill vacancies. (**\*Eligible candidates must meet the criteria set out in the by-laws and Board policies**).
- 4.2 At the Board meeting immediately following the Annual Meeting, the Nominating Committee Chair will preside over the election of Officers. If more than one candidate wishes to be elected to an Officer position and a vote is required, the candidates' biographies will be provided to all board members prior to this meeting. If they wish, candidates may give a brief presentation to the Board outlining their background and interest in the position. If a vote is required, it will be held by secret ballot.
- 5.0 **Recruitment of Chairs of Standing Committees of the Board**
- 5.1 The Chair of the Nominating Committee will canvass the current Committee Chairs to determine who is interested in continuing in their positions and will bring an open invitation to all Board Members to express interest in serving as a Committee Chair.



- 5.2 Following the canvassing results, the Chair of the Nominating Committee may also contact Board Members to ensure succession planning and to balance out the Board composition.
- 5.3 If more than one person indicates an interest in chairing a standing committee, the Chair of the Nominating Committee will then consult with all current members of that committee regarding their preference for chair.
- 5.4 At the Board meeting immediately following the Annual Meeting, the Nominating Committee Chair will provide a complete list of all standing committees including the recommended committee chairs and committee membership for approval.
- 5.5 The Board, in consideration of the needs of the Board, will approve the leadership and composition of each committee with the understanding that changes may be made as circumstances change.
- 6.0 **Recruitment of Board and Community Members for Standing Committees and for Board Liaisons for external organizations**
- 6.1 The Committee Chair or designate will consult with each Board member to determine their preferences for membership on standing committees for the coming year. The Committee Chair may ask Board members to switch committees to balance committee membership in numbers or in skill sets or to foster experience in various aspects of the Board's work.

## **7.0 Designation of Board Liaisons to External Organizations**

- 7.1 The Committee will recruit Board Members to assume liaison roles with select external organizations as determined necessary by the Board.

## **8.0 Recruitment/designation of Community Members on Board Committees**

- 8.1 During the process of recruiting potential Board members, the Committee will also recruit community members who are interested in serving on standing committees. Community membership on committees will be determined on an annual basis based on the needs of the Committee and the Board. All qualifications being equal, preference will be given to new applicants over long-standing applicants to provide opportunities for new community members to be involved on our board committees. **Volunteer Screening of new Community Members on Board Committees will be consistent with ConnectWell's policy for Occasional and Episodic volunteers.**

(Last Revision January 20, 2025)



**Last Reviewed/Approved by Board of Directors – January 28, 2025**